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प्रसाधारण

EXTRAORDINARY

भाग II—खण्ड 3—उपखण्ड (i)

PART II—Section 3—Sub-section (i)

प्राधिकार से प्रकाशित

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इस भाग में भिन्न पृष्ठ संख्या दी जाती है जिससे कि यह प्रलग संकलन के रूप में रखा जा सके।

Separate paging is given to this Part in order that it may be filed as a separate compilation

MINISTRY OF LAW, JUSTICE AND COMPANY AFFAIRS

(Department of Company Affairs)

NOTIFICATION

New Delhi, the 19th February 1975

G.S.R. 52(E).—In exercise of the powers conferred by sub-clause (i) of clause (b) of sub-section (3) of section 600, read with section 642, of the Companies Act, 1956 (1 of 1956), the Central Government hereby makes the following rules, namely:—

1. Short title and commencement.—(1) These rules may be called the Application of section 159 to Foreign Companies Rules, 1975.

(2) They shall come into force on the date of their publication in the Official Gazette.

2. Definition.—In these rules, unless the context otherwise requires,—

- (a) "Act" means the Companies Act, 1956 (1 of 1956);
- (b) "foreign company" has the meaning assigned to it by section 591;
- (c) "section" means a section of the Act;
- (d) "specified day" means the last day of the financial year of the foreign company;

3. Adaptation of section 159 in its application to foreign companies.—The provisions of section 159 shall, in its application to a foreign company, apply subject to the following modifications and adaptations, namely:—

In section 159,

(A) for sub-section (1), the following sub-section shall be substituted, namely:—

“(1) Every foreign company having a share capital shall in each year prepare and file with the Registrar, within sixty days from the last day of its financial year, a return containing the particulars, as on that day, regarding the following matters, namely:—

- (i) the address of the registered or principal office of the company;
- (ii) if any part of the register of members or debenture holders of the company is kept in India, the address of the place where such part of the register is kept;
- (iii) the share issued for cash, bonus shares, and shares (other than bonus shares) issued (otherwise than for cash) as fully or partly paid-up shares, and the following particulars shall be specified in respect of each such class of shares:—
 - (a) the amount of the nominal share capital of the company and the number of shares into which it is divided;
 - (b) the number of shares taken, from the incorporation of the company up to the specified day;
 - (c) the amount called up on each share up to the specified day;
 - (d) the total amount of calls received up to the specified day;
 - (e) the total amount of calls unpaid on the specified day;
 - (f) the total amount of the sums (if any) paid by way of commission in respect of any shares or debentures upto the specified day;
 - (g) the discount allowed on the issue of any shares issued at a discount or so much of that discount as has not been written off on the specified day;
 - (h) the total amount of the sum (if any) allowed by way of discount in respect of any debentures since the last day of the financial year with reference to which the last return was submitted;
 - (i) the total number of shares forfeited up to the specified day;
 - (j) the total amount of shares for which share warrants are outstanding on the specific day and of share warrants issued and surrendered respectively since the day referred to in sub-clause (h) and the number of shares comprised in each warrant;
 - (k) the total amount of the indebtedness of the company on the specified day in respect of all charges (including mortgages), on properties in India, requiring registration under section 600;
 - (l) the names addresses, descriptions and occupations, if any, of all persons, who, on the specified day are members or debenture holders of the company, and of persons who have ceased to be members or debenture holders on or before the specified day and since the day referred to in sub-clause (h);
 - (m) the number of shares or debentures held by each of the existing members or debenture holders, as the case may be, on the specified day, specifying the number of shares or debentures transferred since the day referred to in sub-clause (h), by persons who are still members or debenture holders and by persons who have ceased to be members or debenture holders respectively, and the dates of registration of transfers and the names of transferees shall be arranged in the alphabetical order;

- (n) the persons who on the specified day are the directors, managing director, manager or secretary of the company and persons who had ceased to hold such offices on or before that day and since the day referred to in sub-clause (h):

Provided that if any of the two immediately preceding returns has given as at the last day of the financial year with reference to which it was submitted, the full particulars required as to past and present members and the shares held and transferred by them, the return in question may contain only such of the particulars as relate to persons ceasing to be or becoming members since that day and to shares transferred since that day or to changes as compared with that day as to the number of shares held by a member.”;

- (B) for sub-section (2) and the proviso thereto, the following sub-section shall be substituted, namely:—

“(2) The said return shall be in the Form set out in Part II of Schedule V (as applicable to the foreign company under these rules) or as near thereto as circumstances admit.”.

- (C) In Schedule V, for part II, the following shall be substituted, namely:—

“ PART II—FORM ”

Annual Return of, Limited
made up to the day of, 19

1. Address,
(Address of the established place of business in India.)

2. (a) Situation of any part of the register of members or debentures kept in India.

(b) Address of the place in which the part of the register is kept,

3. Summary of share Capital and Debentures.

- (a) Nominal Share Capital.

Nominal Share Capital Rs. divided into:

| | | |
|---------------------------|----------|------|
| (insert number and class) | share of | each |
| ..... | share of | each |
| ..... | share of | each |
| ..... | share of | each |

- (b) Subscribed Share Capital and Debentures.

| | Number | class | |
|--|-------------|-----------------------|--------|
| Number of shares of each class taken | ..... | ..... | shares |
|  | ..... | ..... | shares |
|  | ..... | ..... | shares |
|  | ..... | ..... | shares |
| Number of shares of each class issued subject to | ..... | ..... | shares |
| payment wholly in cash | ..... | ..... | shares |
|  | ..... | ..... | shares |
| Number of shares of each class issued as fully paid | ..... | ..... | shares |
| up for a consideration other than cash. | ..... | ..... | shares |
|  | ..... | ..... | shares |
|  | ..... | ..... | shares |
| Number of shares of each class issued as partly paid | Issued as | paid up to the | |
| up for a consideration other than cash and extent to | extent of | Rs. per share | |
| which each such shares is so paid-up | ..... | shares | |
| | Issued as | paid to the extent of | |
| | Rs. | per share. | |
|  | ..... | shares | |
| | Issued as | paid up to the exten | |
| | of Rs. | per share. | |

| | | |
|---|-------|--------|
| Number of shares (if any) of each class issued at a | ..... | shares |
| discount | ..... | shares |
|  | ..... | shares |

Amount of discount on the issue which has not been written off Rs.

| | | | |
|--------------------------------------|----------------------|-------|--------|
| Amount called up on number of shares | Rs..... per share on | ..... | shares |
| of each class | Rs..... per share on | ..... | shares |
| | Rs..... per share on | ..... | shares |
| | Rs..... per share on | ..... | shares |

Total amount of calls received, including payment on application and allotment and any sums received on shares forfeited. Rs.

| | | | |
|---|---------------|-------|--------|
| Total amount (if any) agreed to be considered as paid on number of shares of each class issued as fully paid up for a consideration other than cash | } Rs. on | ..... | shares |
|  |  | ..... | shares |
|  |  | ..... | shares |
|  |  | ..... | shares |

| | | | |
|--|---------------|-------|--------|
| Total amount (if any) agreed to be considered as paid on number of shares of each class issued as partly paid up for a consideration other than cash | } Rs. on | ..... | shares |
|  |  | ..... | shares |
|  |  | ..... | shares |
|  |  | ..... | shares |

Total amount of calls unpaid Rs.

Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures . Rs.

Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date up to which the last return was made Rs.

| | | |
|--|-------|--------|
| Total number of shares of each class forfeited | ..... | shares |
|  | ..... | shares |
|  | ..... | shares |

Total amount paid (if any) on shares forfeited Rs.

Total amount of shares for which share warrants to bearer are outstanding Rs.

| | | |
|--|-------------------|----------------------|
| Total amount of shares warrants to bearer issued and surrendered respectively since the date up to which the last return was made. | } Issued Rs. .... | ..... |
| | | surrendered Rs. |

Number of shares comprised in each share warrant to bearer, specifying in the case of warrants of different kinds, particulars of each kind.

3. Particulars of Indebtedness

Total amount of indebtedness of the company in respect of all charges (including mortgages) which are required to be registered with the Registrar.

Rs.

4. List of Past and Present Members and Debentures Holders@.

List of persons holding shares or stock in the company at the date up to which the present annual Return is made and of persons who have held shares or stock therein at any time since the date up to which the last return was made in the case of the first return at any time since the incorporation of the company.

| Folio regis- ter/ledger containing particulars | Names, nationa- lity addresses descrip- tion and occupa- tion if any\$ | Father's name/ husband's name | Accounts of shares | | Remarks |
|---|--|--|---|---|---------|
| | | | No. of shares held by members, at date up to which present annual returns is made | Particulars of shares transferred (since the date upto which the last return was made) by (a) persons who are still mem- bers and (b) persons who have ceased to be members† | |
| | | | | Number Date of registration of transfer. | |
| | | | | (a) (b) | |

*In the case of a company which has issued debentures particulars about its debenture holders, past and present should also be furnished under this item, adapting the form suitably for the purpose.

**The aggregate number of shares held by each member must be stated, and the aggregates must be added up so as to agree with the number of shares stated in the summary of share capital and debentures to have been taken up.

†When the shares are of different classes these columns should be sub-divided so that the number of each class held or, transferred, may be shown separately. Where any shares have been converted into stock, the amount of stock held by each member must be shown.

‡The date of registration of each transfer should be given as well as the number of shares transferred on each date. The particulars should be placed opposite the name of the transferor and not opposite that of the transferee, but the name of the transferee may be inserted in the "Remarks" column immediately opposite the particulars of each transfer.

\$If the name in the list are not arranged in alphabetical order, an index sufficient to enable the name of any person to be readily found must be annexed.

5. Particulars of Directors, Managers and Secretaries, past and present (†)

A. Particulars of the persons who are directors (*) of the company on the date upto which the present annual return is made and of persons who ceased to be directors on or before that date and since the date upto which the last return was made.

| Present name or and surname in | names full | Any former name or names and surname in full | Nationality (and nationality of origin if different from present nationality) | Usual residential address | Business, occupa- tion and particulars of directorship, managership, and secretaryship held in other compan- ies/bodies corporate. | Date of birth | Date of appoint- ment. | Date of cesation, if any. |
|-----------------------------------|---------------|--|--|------------------------------|--|------------------|------------------------------|---------------------------------|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | |

(*) 'Director' includes any person who occupies the position of a director, by whatever name called.

(†) The names of all bodies corporate carrying on business in India of which the director/manager or secretary is also a director/manager or secretary at column 5 of Parts A and B.

B. Particulars of the person who is manager/secretary of the company on the date upto which the present Annual Return is made up and of the person(s) who ceased to be manager/secretary on or before that date and since the date upto which the last return was made.

| Present name or names and surname, in full | Any former name or names and surname in full | Nationality (and nationality of origin, if different from present nationality) | Usual residential address | Business, occupation and particulars of directorship, managerships and secretaryships held in other companies, bodies corporate | Date of appointment | Date of cessation, if any |
|--|--|--|---------------------------|---|---------------------|---------------------------|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| | | | | | | |
| | | | | | | |
| | | | | | | |

Signed Director

Signed Director/Managing
Director/Manager/
Secretary

4. **Penalty.**—(1) If a foreign company fails to comply with any provisions contained in these rules, the company, and every officer of the company in default, shall be punishable with fine which may extend to five hundred rupees, and, where the contravention is a continuing one, with a further fine which may extend to fifty rupees for every day, after the first, during which such contravention continues.

(2) For the purposes of these rules, "every officer of the company in default" means the person or persons whose names and addresses have been delivered to the Registrar under clause (d) of sub-section (1) of section 592.

[No. F. 2/7/74-CL-V]

P. B. MENON, Jt. Secy.